

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re:

THE FINANCIAL OVERSIGHT AND MANAGEMENT
BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al.*,
Debtors.¹

PROMESA
Title III

No. 17 BK 3283-LTS
(Jointly Administered)

In re:

THE FINANCIAL OVERSIGHT AND MANAGEMENT
BOARD FOR PUERTO RICO,

as representative of

PUERTO RICO ELECTRIC POWER AUTHORITY,
Debtor.

No. 17 BK 4780-LTS

**UNOPPOSED URGENT MOTION OF ASSURED GUARANTY CORP. AND ASSURED
GUARANTY MUNICIPAL CORP. TO EXCEED PAGE LIMIT WITH RESPECT TO
THEIR OBJECTION TO THE CONFIRMATION OF THE MODIFIED SECOND
AMENDED TITLE III PLAN OF ADJUSTMENT OF THE PUERTO RICO ELECTRIC
POWER AUTHORITY**

To the Honorable United States District Judge Laura Taylor Swain:

Assured Guaranty Corp. and Assured Guaranty Municipal Corp. (together, the “Assured Entities”), hereby file this unopposed urgent motion (the “Urgent Motion”) requesting entry of an order, substantially in the form attached hereto as Exhibit A, permitting the Assured Entities to

¹ The Debtors in these Title III cases, along with each Debtor’s respective Title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (“Commonwealth”) (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (iv) Puerto Rico Public Buildings Authority (“PBA”) (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

exceed the thirty-five (35) page limit for objections set forth in the *Sixteenth Amended Notice, Case Management and Administrative Procedures* (ECF No. 20190-1 in Case No. 17-3283, the “Case Management Procedures”), and allowing the Assured Entities to file a single joint confirmation objection (the “Objection”) of no more than **seventy (70) pages** to the *Modified Second Amended Title III Plan of Adjustment of the Puerto Rico Electric Power Authority* (ECF No. 23663,² the “Plan”). In support of this Urgent Motion, the Assured Entities respectfully state as follows:

JURISDICTION AND VENUE

1. The United States District Court for the District of Puerto Rico has subject-matter jurisdiction over this matter pursuant to Section 306(a) of PROMESA.
2. Venue is proper pursuant to Section 307(a) of PROMESA.

BACKGROUND

3. On March 1, 2023, the Financial Oversight and Management Board for Puerto Rico (the “Oversight Board”) filed the *Modified Second Amended Title III Plan of Adjustment of the Puerto Rico Electric Power Authority* (ECF No. 23663).

4. On May 31, 2023, the Court entered the *Third Amended and Restated Order Establishing, Among Other Things, Procedures and Deadlines Concerning Objections to Confirmation and Discovery in Connection Therewith* (the “Confirmation Scheduling Order”) ECF No. 24376).

5. In accordance with the Confirmation Scheduling Order, the Assured Entities intend to file an Objection to confirmation of the Plan on or before June 12, 2023.

² Unless otherwise indicated, references to ECF Nos. in this Urgent Motion refer to the docket in Case No. 17-03283-LTS. Capitalized terms used in this Urgent Motion but not defined herein shall have the meanings attributed to them in the Case Management Procedures.

BASIS FOR RELIEF REQUESTED

6. The Assured Entities respectfully request that they be allowed to exceed the thirty-five (35) page limit for objections set forth in Section I.E of the Case Management Procedures and instead be allowed to file a single, consolidated Objection to the Plan of no more than **seventy (70) pages**, exclusive of the cover page, tables of contents and authorities, signature pages, exhibits, certificate of service, and other required certifications.

7. Each Assured Entity has filed a separate proof of claim against PREPA on account of PREPA bonds that it owns or insures (*see* Claim Numbers 29020 and 31087), and if each Assured Entity were to file a separate confirmation objection, the Assured Entities would collectively be entitled to 70 total pages under the Case Management Procedures. Authorizing the Assured Entities to file a single, consolidated brief of this length will help to streamline the presentation of the relevant issues and facilitate review by the Court.

8. Moreover, the Plan is a complex document raising a host of legal issues, and accompanied by a lengthy plan supplement and proposed order. As monoline insurers, the Assured Entities have certain rights and interests that are distinct from those of other types of creditors, and may need to raise certain objections with respect to the Plan that are unique to the Assured Entities' status as monoline insurers. The Assured Entities respectfully submit that they may therefore need up to 70 pages to adequately address their objections to the Plan. The Assured Entities further submit that, given the overall importance of this proceeding, it is critical and necessary that the Court be fully briefed on all issues to be included in the Objection.

9. The Assured Entities submit that the requested relief is reasonable and appropriate in light of the circumstances described above.

NOTICE

10. Through the ECF system, notice of this Urgent Motion is being provided to all parties that have filed a notice of appearance in the above-captioned Title III cases.

CERTIFICATION

11. In accordance with Local Rule 9013-1 and Section I.H. of the Case Management Procedures, the undersigned counsel certify that they have carefully examined the matter and concluded that there is a true need for the Urgent Motion; have not created the urgency through any lack of due diligence; and have made reasonable, good-faith efforts to resolve the issues that are being brought to the Court with counsel for the Oversight Board. Counsel for the Oversight Board requested that the Assured Entities note the Oversight Board's position as follows: "We do not oppose the request and leave it to the Court's discretion."

NO PRIOR REQUEST FOR RELIEF

12. No prior request for the relief requested herein has been made by the Assured Entities to this or to any other court.

WHEREFORE, the Assured Entities respectfully request that this Court enter an order substantially in the form attached hereto as **Exhibit A** granting the relief requested herein and granting such other relief as this Court deems just and proper.

Dated: June 8, 2023
New York, New York

CASELLAS ALCOVER & BURGOS P.S.C.

By: /s/ Heriberto Burgos Pérez

Heriberto Burgos Pérez
USDC-PR No. 204,809
Ricardo F. Casellas-Sánchez
USDC-PR No. 203,114
Diana Pérez-Seda
USDC-PR No. 232,014
P.O. Box 364924
San Juan, PR 00936-4924
Tel.: (787) 756-1400
Fax: (787) 756-1401
E-mail: hburgos@cabprlaw.com
rcasellas@cabprlaw.com
dperez@cabprlaw.com

*Counsel for Assured Guaranty Corp. and
Assured Guaranty Municipal Corp.*

**CADWALADER, WICKERSHAM & TAFT
LLP**

By: /s/ Howard R. Hawkins, Jr.

Howard R. Hawkins, Jr.*
Mark C. Ellenberg*
Casey J. Servais*
William J. Natbony*
Thomas J. Curtin*
200 Liberty Street
New York, New York 10281
Tel.: (212) 504-6000
Fax: (212) 504-6666
Email: howard.hawkins@cwt.com
mark.ellenberg@cwt.com
casey.servais@cwt.com
bill.natbony@cwt.com
thomas.curtin@cwt.com

* Admitted pro hac vice

*Counsel for Assured Guaranty Corp. and Assured
Guaranty Municipal Corp.*

CERTIFICATE OF SERVICE

I hereby certify that I filed this document electronically with the Clerk of the Court using the CM/ECF System, which will send notification of such filing to all parties of record in the captioned case.

At New York, New York, this 8th day of June, 2023.

By: /s/ Howard R. Hawkins, Jr.
Howard R. Hawkins, Jr.*
* admitted pro hac vice